SMART Plan update

SPRING 2008 VOL 5, NO 1

YOUR 457 DEFERRED COMPENSATION PLAN NEWSLETTER

EDUCATE

FOR MORE INFORMATION: GO TO WWW.MASS-SMART.COM

The Transition Is Complete

As you are aware from previous communications, the Massachusetts Deferred Compensation SMART Plan (SMART Plan) selected Great-West Retirement Services® (Great-West) as its new provider of administration, recordkeeping, communication and investment education services for the Plan. The transition to Great-West was completed on March 14, 2008. The SMART Plan is open and fully operational for all account activities.

Keeping track of your SMART Plan account

Now that the transition is complete, check out the new account management features available to you by computer or telephone. To access your account, you will need your Personal Identification Number[1] (PIN) and Social Security number. PIN letters were mailed to your home in late March. If you don't have your PIN, call the SMART Plan Service Center at **(877) 457-1900** and a representative can assist you.[2]

Internet Access[2]

For first-time account access via the Internet, follow the steps below:

- Go to **www.mass-smart.com** > Account Access.
- Click on the "first-time user" box to create a Username and personalize your PIN.
- For subsequent access, use your new Username and PIN.

Once logged in to your account, you will have the ability to:

- Personalize your account home page.
- Change your contribution amount.
- Choose how your contribution is taken—either as a percentage of your paycheck or as a whole dollar amount.
- Update your beneficiary information as necessary. ***It is essential that you update your beneficiary on file to ensure your assets will pass on as you intended.***
- Obtain account and investment information.
- Transfer funds and much more.

Continued on page 2

A LETTER FROM TREASURER TIMOTHY P. CAHILL

Dear SMART Plan Participant,

Thank you for your patience during the transition. I look forward to a solid partnership with the new service provider, built on providing outstanding service.

With the transition complete, now is a great time to discover how convenient it is to manage and make changes to your account by computer or telephone. Read the article *Keeping Track of Your SMART Plan Account* on this page for easy steps and information to get you started.

Also, you'll notice that your account statement has a new look. The article *How to Read Your New Statement* on page 2 provides instructions on how to read your enhanced statement. Lastly, in the article *Managed Account Service—Free Trial Period* on page 4, learn more about the enhanced investment guidance and advice services available to you at no cost for a limited time.

I am enthusiastic about the SMART Plan's service enhancements and lower costs resulting from this transition. As you learn more about the new opportunities, I believe that you, too, will share my excitement.

TIMOTHY P. CAHILL
SMART PLAN PARTICIPANT
STATE TREASURER &
RECEIVER GENERAL

SMART PLAN • MASSACHUSETTS DEFERRED COMPENSATION • SAVE MONEY AND RETIRE TOMORROW

ALSO IN THIS ISSUE: HOW TO READ YOUR NEW STATEMENT • MANAGED ACCOUNT SERVICE—FREE TRIAL PERIOD

How to Read Your New Statement

SMART Plan Transition
(continued from page 1)

Phone Assistance Through the SMART Plan Service Center[2]

Account information and transactions are a phone call away. Call **(877) 457-1900**, option 1, to connect with the voice response unit (VRU). With your PIN and Social Security number, you can access the VRU 24 hours a day, seven days a week. If you want to speak with a Customer Service Representative about your account, representatives are available Monday-Friday, from 9:00 a.m. to 8:00 p.m. ET.

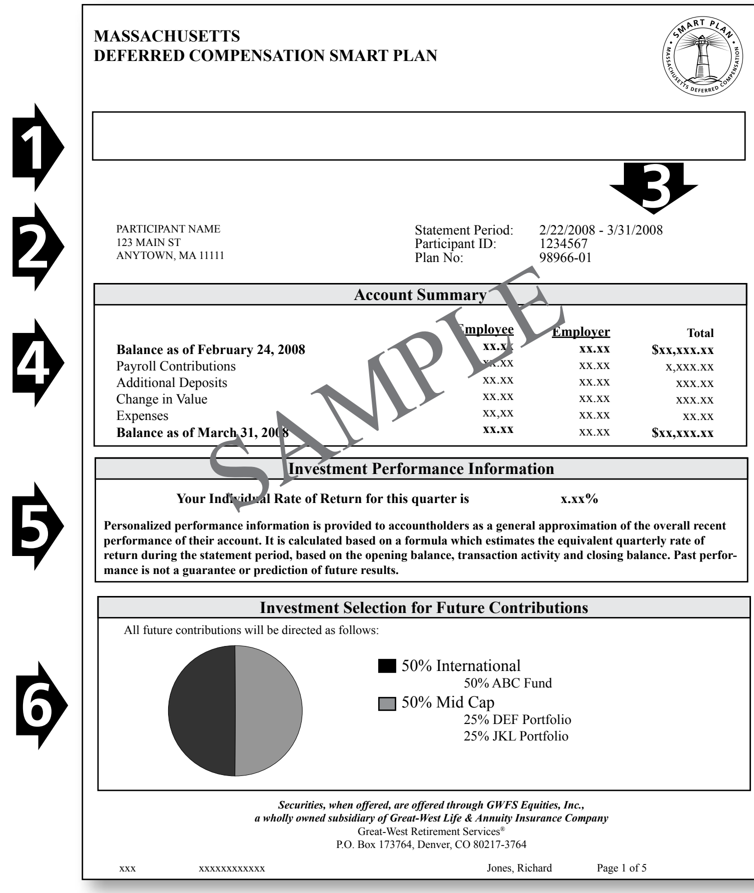
Access to Local Representatives

Investment and retirement planning counseling services are accessible through local registered representatives.[3] To find your local representative or to schedule an appointment, call **(877) 457-1900**, option 2, or go online to **www.mass-smart.com** > Contact Us > Find Your Local Representative.

Statement Mailings

Participant accounts were transitioned from ING to Great-West on March 7, 2008. Your statement from Great-West, included with this newsletter, shows an accurate account balance as of March 31, 2008, as well as any activity from March 7, 2008, through March 31, 2008. Shortly, you will receive your last statement from ING, showing your account activity from January 1, 2008, through March 7, 2008, and a zero account balance. The zero account balance reflects the transfer to Great-West. For questions regarding transactions that were processed by ING, please call (800) 584-6001.

Your account statement this quarter has a new look. You'll find more personalized information and easy-to-read graphics. Grab your statement and follow these instructions on how to read your enhanced statement.


MASSACHUSETTS
DEFERRED COMPENSATION SMART PLAN

PARTICIPANT NAME
123 MAIN ST
ANYTOWN, MA 11111

Statement Period: 2/22/2008 - 3/31/2008
Participant ID: 1234567
Plan No: 98966-01

Account Summary

	Employee	Employer	Total
Balance as of February 24, 2008	**xx.xx**	**xx.xx**	**$xx,xxx.xx**
Payroll Contributions	xx.xx	xx.xx	x,xxx.xx
Additional Deposits	xx.xx	xx.xx	xxx.xx
Change in Value	xx.xx	xx.xx	xxx.xx
Expenses	xx,xx	xx.xx	xx.xx
Balance as of March 31, 2008	**xx.xx**	xx.xx	**$xx,xxx.xx**

Investment Performance Information

Your Individual Rate of Return for this quarter is x.xx%

Personalized performance information is provided to accountholders as a general approximation of the overall recent performance of their account. It is calculated based on a formula which estimates the equivalent quarterly rate of return during the statement period, based on the opening balance, transaction activity and closing balance. Past performance is not a guarantee or prediction of future results.

Investment Selection for Future Contributions

All future contributions will be directed as follows:

50% International
50% ABC Fund
50% Mid Cap
25% DEF Portfolio
25% JKL Portfolio

Securities, when offered, are offered through GWFS Equities, Inc.,
a wholly owned subsidiary of Great-West Life & Annuity Insurance Company
Great-West Retirement Services®
P.O. Box 173764, Denver, CO 80217-3764

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1 Statement Narrative
Check here for important and timely messages about the SMART Plan. There is another narrative section on the last page of your statement, as well.

2 Participant Information
This section includes basic participant information. Be sure your information is correct.

3 Time Period Covered by This Statement

4 Account Summary
You'll see a "bottom line" snapshot of your SMART Plan assets.

5 Investment Performance Information
This shows your ***personal investment performance*** for your account over the last quarter only. It is calculated based on a formula that estimates the equivalent quarterly rate of return based on your opening balance, transaction activity and closing balance.

6 Investment Selection for Future Contributions
The easy-to-see pie graph reflects the percentage of your contribution by asset class that you are currently directing into your investment options (funds).

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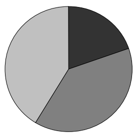
RICHARD D. JONES
1234567

Account Summary by Investment Option



19.75% International
19.75% ABC Fund
38.96% Mid Cap
24.10% DEF Portfolio
14.86% JKL Portfolio
41.29% Large Cap
21.67% GHI Fund
19.62% MNO Fund

	Beginning Balance	Deposits	Change in Value	Transfers	Withdrawals /Expenses	Ending Balance	Ending Units
ABC Fund	x,xxx.xx		xxx.xx			x,xxx.xx	xx.xxx
DEF Portfolio	x,xxx.xx		xxx.xx			x,xxx.xx	xx.xxx
GHI Fund	x,xxx.xx		xxx.xx			x,xxx.xx	xx.xxx
JKL Portfolio	x,xxx.xx		xxx.xx			x,xxx.xx	xx.xxx
MNO Fund	x,xxx.xx		xxx.xx			x,xxx.xx	xx.xxx
Totals	**xx,xxx.xx**		**x,xxx.xx**			**xx,xxx.xx**	

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Beneficiary Information

Type	Name	Relationship	Percent	Address
Primary	**Sarah Jones**	**Wife**	**100.00%**	

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Please review this statement carefully to confirm that we have properly acted on your instructions. Corrections will be made only for errors which have been communicated within 90 calendar days of the last calendar quarter. Please direct all inquires/complaints to the following:

Client Service Department
Attn - Correspondence Dept 6T2
8515 E. Orchard Rd.
Greenwood Village, CO 80111
1-877-457-1900

After this 90 days, this account information shall be deemed accurate and acceptable to you. If you notify the Company of an error after this 90 days, the correction will only be processed from the date of notification forward and not on a retroactive basis.

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P.O. Box 173764, Denver, CO 80217-3764

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7 Account Summary by Investment Option

This section includes two important features. The first is a pie graph of the percentage of assets in your account ***by asset class*** and by fund. This differs from the first pie graph (in section 6 on page 2) because it considers how you have allocated your assets over time, not just the fund(s) you are contributing to now. The second feature shows the account activity by fund in dollars and ending shares.

8 Beneficiary Information

This section lists the beneficiary information on our system.

9 Transaction Detail

This shows a ***summarized*** list of the deposits completed on your account during the quarter. A more comprehensive Transaction Detail for your account may be found by visiting the SMART Plan's Web site at **www.mass-smart.com** > Account Access > My Account > Transaction History.

10 Investment Performance

This shows ***performance*** by asset class.

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Transaction Detail

	Payroll Date	Effective Date	Dollar Amount
Deposits/Contributions			
Payroll Contribution	June 1, 2005	June 5, 2005	xxx.xx
Total Deposits/Contributions			**x,xxx.xx**

	Effective Date	Dollar Amount	Investment Option	# Units/ Shares	Unit/Share Price
Dividends	xx.xx				
Dividend	xx.xx	xx.xx	ABC Fund	xx.xxx	xx.xxx
Dividend	xx.xx	xx.xx	DEF Portfolio	xx.xxx	xx.xxx
Dividend	xx.xx	xx.xx	GHI Fund	xx.xxx	xx.xxx
Dividend	xx.xx	xx.xx	JKL Portfolio	xx.xxx	xx.xxx
Dividend		xx.xx	MNO Fund	xx.xxx	xx.xxx
Total Dividends		**x.xx**			

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MASSACHUSETTS DEFERRED COMPENSATION SMART PLAN
RICHARD D. JONES
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Investment Performance

*Current performance may be lower or higher than performance data shown. Performance data quoted represents past performance and is not a guarantee or prediction of future results. For performance data current to the most recent month-end, please visit **www.gwrs.com**. The investment return and principal value of an investment will fluctuate so that, when redeemed, shares/units may be worth more or less than their original cost.*

Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information you may obtain mutual fund prospectuses and disclosure documents from your registered representative. Read them carefully before investing.

An investment in a Money Market Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the fund seeks to preserve the value of your investment at $1.00 per share, it is possible to lose money by investing in the Fund.

Average Annual Returns as of 3/31/2008

Investment Options	Investment Code	3 Months	YTD	1 Yr	3 Yrs	5 Yrs	Inception /10 Yrs	Inception Date
Profile Series								
ABC Fund	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
DEF Portfolio	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
GHI Fund	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
International								
JKL Portfolio	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
Small Cap								
MNO Fund	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
Mid Cap								
PQR Portfolio	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
Large Cap								
STU Fund	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
VWX Portfolio	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
YZA Fund	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
BDF Portfolio	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
Balanced								
CEG Fund	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
Bond								
HJL Portfolio	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
Fixed								
IKM Fund	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx
Fixed								
NPR Portfolio	xxxx	x.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx.xx	xx/xx

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These returns are expressed as percentages.
Securities, when offered, are offered through GWFS Equities, Inc., a wholly owned subsidiary of Great-West Life & Annuity Insurance Company.
On occasion, the name and/or investment objective of an investment option may change. For specific information on whether the option name has changed within the past year, or if the investment objective has changed in the last ten years, please contact your Registered Representative for a current prospectus or Fund Data Sheet.
Although data is gathered from reliable sources, including but not limited to Standard & Poor's Micropal, Inc. (2008 - http://www.funds-sp.com), we cannot guarantee completeness or accuracy of the data.

Managed Account Service—Free Trial Period

The SMART Plan has made a significant enhancement to investment guidance and advice services with the addition of Reality Investing®. Reality Investing is a behavior-based approach to investing that provides investment advisory tools and services based upon the level of involvement you desire in managing your investments. You can choose as much or as little help as you need. Reality Investing includes Online Investment Guidance, Online Investment Advice and a Managed Account service for personal and professional investment assistance and account management. Online Investment Guidance is a free service available to you if you want some general guidelines to help you manage your own account. Online Investment Advice provides specific portfolio recommendations to help you manage your own account for $6.25 per quarter.

The Managed Account service is the ideal strategy for you if you want a more customized portfolio specific to your retirement situation. The Managed Account service helps you achieve your retirement savings goal by determining what you have today, including your Social Security and/or pension benefit, and what you will need in the future (such as income replacement ratio). It provides you with an individual strategy that suggests the amount you should be saving and your recommended retirement age. It also automatically manages your investments from quarter to quarter.

Fees for the Managed Account Service, Beginning October 1, 2008

Account Balance	Maximum Annual Fee
Less than $100,000	0.55%
Next $150,000	0.45%
Next $150,000	0.35%
Greater than $400,000	0.25%

If you choose to participate in the Managed Account service, an annual fee that is based on your account balance will be deducted from your account quarterly. However, this service is being offered at no cost until September 30, 2008, after which the appropriate fees will be assessed to your account. You can opt out of the service at any time.

For information, call the SMART Plan Service Center at **(877) 457-1900**, press option 1 to connect to the VRU, then option 6.[2]

GOT QUESTIONS? NEED ANSWERS?

SMART Plan Customer Service Center[2]
Call us today at **(877) 457-1900**!
Available Monday through Friday
from 9:00 a.m. to 8:00 p.m. ET

Regional Service Center
Waltham – *Opening May 2008*
255 Bear Hill Rd.
Waltham, MA 02451
Available Monday through Friday
from 9:00 a.m. to 5:00 p.m.

Boston
One Ashburton Place, 12th Floor
Boston, MA 02108
Available Monday through Friday
from 9:00 a.m. to 5:00 p.m.

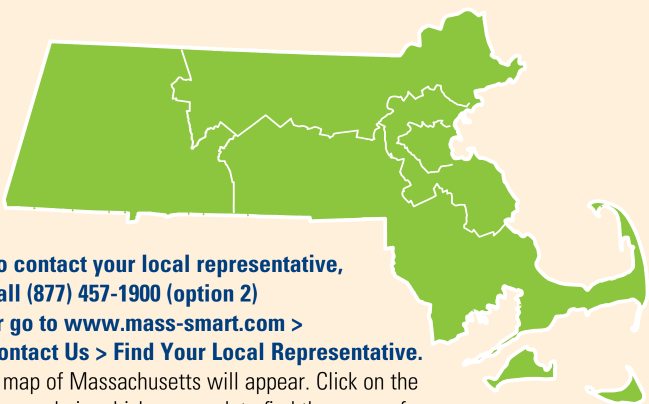
Boston – *New!*
31 St. James Avenue, Suite 810
Boston, MA 02116
Available by appointment

Springfield
436 Dwight Street, Room 109
Springfield, MA 01103
Available Monday,
Wednesday and Friday

Worcester
2 Chestnut Place/22 Elm Street
Worcester, MA 01608
Available Monday and Thursday
from 9:00 a.m. to 5:00 p.m.
Tuesday, Wednesday and Friday
from 9:00 a.m. to 3:00 p.m.

Framingham – *New!*
945 Concord Street
Framingham, MA 01701
Available by appointment

Quincy
859 Willard Street
Quincy, MA 02169
Available by appointment



To contact your local representative, call (877) 457-1900 (option 2) or go to www.mass-smart.com > Contact Us > Find Your Local Representative.
A map of Massachusetts will appear. Click on the area code in which you work to find the name of your local representative.[3]

1 The account owner is responsible for keeping the assigned PIN confidential. Please contact Great-West Retirement Services immediately if you suspect any unauthorized use.
2 Access to the SMART Plan Service Center and Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades/maintenance or other reasons.
3 Representatives of GWFS Equities, Inc. are not registered investment advisers, and cannot offer financial, legal or tax advice. Please consult with your financial planner, attorney and/or tax adviser as needed.

Core securities, when offered, are offered through GWFS Equities, Inc.
Managed account, guidance and advice services are offered by Advised Assets Group, LLC (AAG), a federally registered investment adviser. AAG and GWFS Equities, Inc. are wholly owned subsidiaries of Great-West Life & Annuity Insurance Company. GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution and administrative services. Great-West Retirement Services® refers to products and services provided by Great-West Life & Annuity Insurance Company and its subsidiaries and affiliates. Great-West Retirement Services and ING are separate and unaffiliated companies.